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Please Reply To:

Rochester

July 12, 1995

Mr. Vernon A. Williams
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original and two photostatic copies of a Bill of Sale, dated June 6, 1995, from BancBoston Leasing Inc. ("Seller") to GWI Leasing Corporation ("Buyer").

The names and addresses of the parties to the Bill of Sale, which is a primary document, are:

Buyer:

GWI Leasing Corporation
71 Lewis Street
Greenwich, Connecticut 06830

Seller:

BancBoston Leasing Inc.
100 Federal Street
Boston, Massachusetts 02110

A description of the rail cars covered by the Bill of Sale is set forth on Exhibit A attached thereto.

A check in the amount of twenty-one dollars (\$21.00), payable to the order of the Interstate Commerce Commission is enclosed to cover the required recordation fee of the Bill of Sale.

Kindly return the two stamped photostatic copies of the Bill of Sale to Barry S. Wisset, Harter, Secrest & Emery, 700 Midtown Tower, Rochester, New York 14604.

0100694006

19526
JUL 17 1995 11:00 AM
RECEIVED
OFFICE OF THE
SECRETARY
LICENSING BRANCH

Mr. Vernon A. Williams
July 12, 1995
Page 2

The following is a short summary of the enclosed document:

Primary Document

A Bill of Sale dated June 6, 1995 from BancBoston Leasing Inc. to GWI Leasing Corporation covering four hundred seventy (470) 100-ton covered hopper rail cars and nine (9) locomotives more particularly described in Exhibit A attached thereto.

Very truly yours,

HARTER, SECREST & EMERY

A handwritten signature in dark ink, appearing to read "Barry S. Wisset", followed by a horizontal line extending to the right.

Barry S. Wisset

BSW:lam
Enclosures

cc: James B. Gray, Jr., Esq.



Interstate Commerce Commission
Washington, D.C. 20423-0001

7/17/95

Office Of The Secretary

Barry S. Wisset
Harter, Secrest & Emery
700 Midtown Tower
Rochester, New York 14604-2070

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/17/95 at 11:00AM , and assigned recordation number(s). 19526.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100694006)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



BancBoston Leasing
a BANK OF BOSTON company

19526

JUL 17 1995

BILL OF SALE

KNOW ALL PERSONS BY THESE PRESENTS:

That BancBoston Leasing Inc. ("Seller") with its principal place of business at 100 Federal Street, Boston, Massachusetts 02110 for and in consideration of Six Million Forty Three Thousand Four Hundred Twelve Dollars and No Cents (\$ 6,043,412.00), the receipt of which is hereby acknowledged, hereby sells, conveys, transfers, assigns and delivers to GWI Leasing Corporation ("Buyer") with its principal place of business at 71 Lewis Street, Greenwich, Connecticut 06830 its successors and assigns, all of Seller's right, title and interest in and to the equipment ("Equipment"), described in Exhibit A attached hereto and made a part hereof, to have and to hold the same.

It is understood and agreed between Buyer and Seller that the Equipment is sold AS IS, WHERE IS, and WITH ALL FAULTS. SELLER WARRANTS THAT TITLE TO THE EQUIPMENT IS FREE OF ALL LIENS, CLAIMS AND ENCUMBRANCES ARISING BY OR THROUGH SELLER. WITH THE SOLE EXCEPTION OF THE FOREGOING, THE SELLER HEREBY DISCLAIMS ANY AND ALL WARRANTIES WHATSOEVER, EITHER EXPRESS OR IMPLIED, INCLUDING, BUT NOT LIMITED TO, THE WARRANTY OF MERCHANTABILITY AND FITNESS FOR USE OR FOR A PARTICULAR PURPOSE.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed by its duly authorized officer this 6th day of June 1995.

BancBoston Leasing Inc.

By: Kendel Dreyer
Title: Assistant Vice President

State of Massachusetts)
County of Suffolk) SS:

On this 6th day of June 1995, before me personally came Kendel Dreyer known, who being by me duly sworn did depose and say that the above named person resides in Melrose, Massachusetts, that said person is Assistant Vice President, of BancBoston Leasing Inc., the corporation described in and which executed the foregoing instrument; and that the above named person signed thereto by order of the Board of Directors of said corporation

Terence M. Grimes
Notary Public

Terence M. Grimes
Notary Public
My Commission Expires January 31, 1998

EXHIBIT A

(41) 100 ton lined covered hopper cars marked GWIX, numbers: 97549, 97551, 97555, 97557, 97560, 97562, 97566-97567, 97571, 97572, 97574, 97576, 97577, 97580, 97582, 97585, 97603, 97607, 97617, 97618, 97630, 97635, 97637, 97638, 97641-97642, 97649-97653, 97659, 97663, 97665, 97670, 97674, 97675, 97678, 97681, 97682, 97695.

(11) 100 ton lined covered hopper cars marked GWIX. numbers: 97500, 97503, 97505, 97510, 97517, 97522, 97540, 97541, 97542, 97544, 97546.

(40) 100 ton lined covered hopper cars marked GWIX, numbers: 944605, 944607, 944610-944616, 944618, 944621, 944623, 944624, 944629, 944630, 944632, 944634, 944635, 944639, 944641, 944643, 944644, 944645, 944646, 944649-944651, 944653, 944655, 944659, 944662-944664, 944666, 944668, 944671, 944674, 944678, 944679, 944683.

(20) 100 ton lined covered hopper cars marked GWIX, numbers: 944704, 944711, 944719, 944725, 944728, 944735, 944739, 944741, 944744, 944746, 944748-944750, 944752, 944753, 944755, 944758, 944759, 944762, 944766,

(18) 100 ton lined covered hopper cars marked GWIX, numbers: 954402, 954404, 954405, 954412, 954417-954419, 954423, 954425, 954426, 954433, 954435, 954436, 954439, 954441, 954442, 954444, 954445.

(122) 100 ton eastern coal open top hopper cars marked RSR, numbers: 1001-1122.

(4) 100 ton lined covered hopper cars marked GWIX, numbers: 510003, 510005, 510006, 510008.

(6) EMD GP-40 Locomotives, numbers 101-106.

(2) EMD GP-38 Locomotives, numbers 50 & 51.

(1) EMD SW1500 Locomotive, number 47.

EXHIBIT A

SCHEDULE #2

(25) all steel plain box cars marked ICG, numbers: 503275, 503276, 503277, 503278, 503279, 503280, 503281, 503282, 503283, 503284, 503285, 503286, 503287, 503288, 503289, 503290, 503291, 503292, 503293, 503294, 503295, 503296, 503297, 503298, 503299.

(91) 100 ton lined covered hopper cars marked GWIX, numbers: 10000, 10001, 10002, 10005, 10007, 10008, 10011, 10012, 10013, 10015, 10016, 10020, 10026, 10028, 10029, 10035, 10037, 10038, 10039, 10042, 10046, 10050, 10051, 10052, 10053, 10055, 10056, 10057, 10059, 10062, 10064, 10066, 10067, 10072, 10073, 10075, 10076, 10078, 10081, 10085, 10086, 10087, 10089, 10091, 10094, 10095, 10096, 10098, 10101, 10106, 10107, 10108, 10109, 10115, 10116, 10117, 10118, 10122, 10125, 10127, 10129, 10132, 10134, 10137, 10143, 10144, 10148, 10150, 10151, 10153, 10154, 10155, 10160, 10161, 10165, 10167, 10170, 10174, 10175, 10176, 10180, 10182, 10183, 10185, 10186, 10188, 10189, 10194, 10196, 10198.

(6) 100 ton lined covered hopper cars marked GWIX, numbers: 510001, 510002, 510004, 510007, 510009, 510010.

(92) 100 ton lined covered hopper cars marked GWIX or GNWR, numbers: 810105, 810106, 810107, 810108, 810109, 810110, 810111, 810112, 810113, 810114, 810115, 810206, 810207, 810208, 810209, 810210, 810212, 810213, 810214, 810215, 810216, 810217, 810218, 810219, 810220, 810221, 810222, 810223, 810224, 810225, 810226, 810227, 810228, 810229, 810230, 810231, 810232, 810233, 810236, 810237, 810238, 810239, 810240, 810241, 810242, 810243, 810244, 810245, 810246, 810247, 810248, 810249, 810251, 810252, 810253, 810254, 810255, 810256, 810257, 810258, 810259, 810260, 810261, 810262, 810263, 810264, 810265, 810266, 810267, 810268, 810269, 810270, 810271, 810272, 810274, 810275, 810276, 810277, 810279, 810280, 810282, 810283, 810284, 810285, 810287, 810288, 810289, 810290, 810291, 810292, 810293, 810294.